FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

SES Mail Mail Processing Section

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NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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OMB APP	
OMB Number:	3235-0076
Expires:	, 200
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Name of Offician action allows if this is an amendment and name has changed, and indicate the state of the laws to	te change.)
Resource Reak Parte Investors 7, L.P. Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506	Section 4(6) ULO
Type of Filing: New Filing Amendment	Section 4(0)
A. BASIC IDENTIFICATION	DATA
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate c	hange.)
Resource Real Estate Investors 7, L.P.	·
Address of Executive Offices (Number and Street, City, Sta	te, Zip Code) Telephone Number (Including Area Code)
One Crescent Drive, Suite 203, Navy Yard Corporate Center, Philadelphia, PA	A 19112 (215) 546-5005
Address of Principal Business Operations (Number and Street, City, Statistical different from Executive Offices)	ate, Zip Code) Telephone Number (Including Area Code)
(same as above) Brief Description of Business	
A limited partnership that intends to acquire primarily equity interests in both mortgages and other debt instruments secured by such properties.	multi-family residential rental properties and in real est
Type of Business Organization	
corporation limited partnership, already formed limited partnership, to be formed	other (please specify):PROCESSED
Actual or Estimated Date of Incorporation or Organization: O 3 O 8 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbrev CN for Canada; FN for other foreign juris	riation for State:
GENERAL INSTRUCTIONS	
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under 77d(6).	r Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C
When To File: A notice must be filed no later than 15 days after the first sale of securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the which it is due, on the date it was mailed by United States registered or certified mail to the	address given below or, if received at that address after the date o
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washin	ngton, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which me photocopies of the manually signed copy or bear typed or printed signatures.	nust be manually signed. Any copies not manually signed must b
Information Required: A new filing must contain all information requested. Amendments thereto, the information requested in Part C, and any material changes from the information p not be filed with the SEC.	
Filing Fee: There is no federal filing fee.	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice to be, or have been made. If a state requires the payment of a fee as a precondition accompany this form. This notice shall be filed in the appropriate states in accordance withis notice and must be completed.	otice with the Securities Administrator in each state where sale to the claim for the exemption, a fee in the proper amount shall
ATTENTION —	
Failure to file notice in the appropriate states will not result in a loss of the appropriate federal notice will not result in a loss of an available state exercises of a state of the st	

Since a determination of who is a promoter is a question of fact, the persons are listed on page 2 as promoters without admitting or denying such status. A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer General and/or Director Managing Partner Resource Capital Partners, Inc., General Partner Full Name (Last name first, if individual) One Crescent Drive, Suite 203, Navy Yard Corpoate Center, Philadelphia, PA 19112 Business or Residence Address (Number and Street, City, State, Zip Code) Executive Officer Check Box(es) that Apply: Promoter ☐ Beneficial Owner Director General and/or Managing Partner Bloom, David E. Full Name (Last name first, if individual) One Crescent Drive, Suite 203, Navy Yard Corpoate Center, Philadelphia, PA 19112 Business or Residence Address (Number and Street, City, State, Zip Code) Z Executive Officer Check Box(es) that Apply: Promoter ☐ Beneficial Owner Director General and/or Managing Partner Saltzman, Steven Full Name (Last name first, if individual) One Crescent Drive, Suite 203, Navy Yard Corpoate Center, Philadelphia, PA 19112 Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Patel, Darshan V. Full Name (Last name first, if individual) One Crescent Drive, Suite 203, Navy Yard Corpoate Center, Philadelphia, PA 19112 Business or Residence Address (Number and Street, City, State, Zip Code) Executive Officer Check Box(es) that Apply: Beneficial Owner Promoter Director General and/or Managing Partner Finkel, Kevin M. Full Name (Last name first, if individual) One Crescent Drive, Suite 203, Navy Yard Corpoate Center, Philadelphia, PA 19112 Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer □ Director General and/or Managing Partner Cohen, Jonathan Full Name (Last name first, if individual) One Crescent Drive, Suite 203, Navy Yard Corpoate Center, Philadelphia, PA 19112 Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Director Promoter Beneficial Owner Executive Officer General and/or Managing Partner Feldman, Alan Full Name (Last name first, if individual) One Crescent Drive, Suite 203, Navy Yard Corpoate Center, Philadelphia, PA 19112 Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

denying such status. A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(es) that Apply: ✓ Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Steven J. Kessler Full Name (Last name first, if individual) One Crescent Drive, Suite 203, Navy Yard Corpoate Center, Philadelphia, PA 19112 Business or Residence Address (Number and Street, City, State, Zip Code) Promoter Check Box(es) that Apply: ☐ Beneficial Owner **Executive Officer** General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter Executive Officer Check Box(es) that Apply: Beneficial Owner General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Executive Officer Beneficial Owner Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer □ Director General and/or П Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

Since a determination of who is a promoter is a question of fact, the persons are listed on page 2 as promoters without admitting or

					B. 1	NFORMAT	ION ABOU	T OFFER	ING				
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3.	Does th	e offering	permit join	t ownersh	ip of a sing	gle unit?			*************			Yes ∴ 😰	No □
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66	Route 1	7, Paramu	: Address (1 s, NJ 0765	2	d Street, C	ity, State, 2	Zip Code)						
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?
2. What is the minimum investment that will be accepted from any individual? Yes No Yes No 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 1331 17th Street, Suite 400, Denver, CO 80202 Name of Associated Broker or Dealer Neidiger, Tucker, Bruner, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) AL AK AZ AR CA CO CT DE DC FL GA HI ID IL IN TA KS KY LA ME MD MA MI MN MS MO MT NE NV NH NJ NM NY NC ND OH OK OR PA
3. Does the offering permit joint ownership of a single unit?
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MT NE NY NH NJ NM NY NC ND OH OK OR PA
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Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
2801 Highway 280 South, Birmingham, AL 35223
Name of Associated Broker or Dealer
Proequities, Inc.
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)
(Check "All States" or check individual States)
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
One Valmont Plaza, 4th Floor, Omaha, NE 68154-5203
Name of Associated Broker or Dealer QA3 Financial Corp.
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States)

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8620 W. 1				k, KS 662	10-9651							
Name of As VSR Fina	ssociated B ncial Servi	-	aler									
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		Road, B1-5		is, MO 63	128					<u></u>		
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B	M	SC	SO	TX	TX	(VI)	Vr	AY	WA	WW	M	WY	PR
Full Na	ame (I	ast name	first, if ind	ividual)						<u>.</u>			
			Address (? Suite 301,			•	Zip Code)		·				
Name o	of Ass	ociated Br	roker or De							<u> </u>			
	:	Group, I	L.L.C. Listed Has	Saliaitad	or Intrada	to Calinit	Durahagara						
			s" or check								.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	. Al	l States
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	T				B. 1	NFORMAT	ION ABOU	T OFFER	ING				
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l.	rias inc	: ISSUEL SOI	d, or does t			n, to non-a Appendix				•	***************************************		K
2.	What is	s the minin	num investr			• •		•				s NA	
	****	s the minin	num mvesa	nent mar v	· · · · · · · · · · · · · · · · · · ·	pica nom	any marri			***************************************	***************************************	Yes	No
3.	Does tl	he offering	permit join	t ownershi	ip of a sing	gle unit?		•••••••••					
4.	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.											:	
Ful	l Name (Last name	first, if ind	ividual)		-							
Bus	siness or	Residence	Address (N	Jumber and	d Street C	ity State 2	7in Code)						
			Suite 123, S			•	3.p 0000)						
		-	roker or De									·	
			n Investors			to Solioit	Durahaara					<u></u>	
Sia		···- · · · · · · · · · · · · · · · · ·	s" or check	 					·····			☐ AI	l States
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		SC	SD				Vr.	[VA]	WA	WV	W 1	WY	PR
Ful	I Name (Last name	first, if ind	ividual)									
Bu	siness o	r Residence	e Address (Number an	d Street, C	ity, State,	Zip Code)						
			e Boulevare		0, Mounta	in View, (CA 94043	1374					
		sociated B ecurities, I	roker or De	aler									
			n Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All State	s" or check	individual	States)					,		☐ AI	l States
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	₩	NE SC	SD	NH TN			VT	NC VA	NO WA	Ø£I WV	OK	QR WY	PR PR
Ful			first, if ind										
					-								
60	20 Com	erstone Co	Address (? ourt West, S	uite 240,		-	•						
	ne of As FP Secu		roker or De	aler				-					
Stat	tes in W	nich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
(Check "All States" or check individual States)									States				
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		[X]	[A]	KS NHI	37 1		ME V	[XX 0]	MA MA	(2 <u>41)</u>		MS QR	MO PA
										WY	PR]		

					В. 1	NFORMAT	ION ABOU	T OFFER	ING				
-	Usaska	iagnas asl	d a-d	h. :				: :		.: o		Yes	No
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2.	What is	s the minin	num investr			• •		_	•			s NA	
•.	***************************************	, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	irain investi	iiciit tiiat v	· · · · · · · · · · · · · · · · · · ·	spice nom	uny	Judi	******************	***************************************		Yes	No
3.	Does th	e offering	permit join	t ownersh	ip of a sing	gle unit?				······································	•••••		
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual)												
Full	Name (Last name	first, if ind	ividual)					-				
	Business or Residence Address (Number and Street, City, State, Zip Code) 2500 Wilcrest Drive, Suite 620, Houston, TX 77042												
		sociated B ncial Grou	roker or De	aler								· · · · · · · · · · · · · · · · · · ·	
				s Solicited	or Intend	s to Solicit	Purchasers				 	<u>.</u>	
	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)											il States	
	AL (IL) MT (RI)	AK IN NE SC	AZ TA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR
Full Name (Last name first, if individual)													
Busi	iness or	Residence	e Address (1	Number ar	nd Street, C	City, State,	Zip Code)						
Nam	ne of As	sociated B	roker or De	aler							 _		
State	es in Wi	nich Person	Listed Has	s Solicited	or Intende	to Solicit	Purchasers				<u> </u>		
	(Check	"All State	s" or check	individua	l States)	••••••						. 🔲 A!	I States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA PR
Full	Name (Last name	first, if indi	vidual)									
Busi	iness or	Residence	Address (N	Number an	d Street, C	ity, State, i	Zip Code)		_ 			<u> </u>	
Nam	ne of Ass	sociated B	roker or De	aler				<u>.</u>					
State	ec in Wh	uch Person	1 isted Hos	Soligited	or Intende	to Solicit	Durahacara						
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR

	sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, chec this box and indicate in the columns below the amounts of the securities offered for exchange an already exchanged.		Amount Already
	Type of Security	Offering Price	
	Debt	. \$	<u> </u>
	Equity	. \$	S
	Common Preferred		
	Convertible Securities (including warrants)	. \$	<u> </u>
	Partnership Interests	s 55,000,000	s_0.00
	Other (Specify)		
	Total	. <u>\$_55,000,000</u>	s 0.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in thi offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicat the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	e	Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	00	ş_0.00
	Non-accredited Investors	0	<u>\$_0.00</u>
	Total (for filings under Rule 504 only)	· <u></u> -	<u>\$</u> _
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities old by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		<u> </u>
	Regulation A		<u> </u>
	Rule 504		s
	Total		s
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	•	
	Transfer Agent's Fees		s
	Printing and Engraving Costs		50,000.00 (
	Legal Fees		75,000.00 (
	Accounting Fees		s
	Engineering Fees		
	Sales Commissions (specify finders' fees separately)	_	s_5,500,000.00
	Other Expenses (identify) telephone, postage, travel and other miscellaneous expenses		
	Total		6,625,000.00 (

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

These expenses are included in a 2.5% organization expense allowance to the General Partner.
 Any excess over the \$1,375,000 organization expense allowance (which does not include sales commissions) will be paid by the General Partner and not from offering proceeds.

	CROFFERING PRICE NUMBER	BER OF INVESTORS EXPENSES AND USE OF	ROCEEDS	
	b. Enter the difference between the aggregate offeri and total expenses furnished in response to Part C proceeds to the issuer." See footnote (2) to response.			\$
5.	Indicate below the amount of the adjusted gross pro each of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	y purpose is not known, furnish an estimate and the payments listed must equal the adjusted gross		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	•	_	
	Purchase of real estate		5 41,644,839	s
	Purchase, rental or leasing and installation of mac		-	
	and equipment	•		
			□,•	☐ »————
	Acquisition of other businesses (including the value offering that may be used in exchange for the asset issuer pursuant to a merger)	ts or securities of another	□ \$	Г 1 \$
	Repayment of indebtedness		_	
	Working capital			_
	Other (specify): purchase of real estate mortgage			
	V		□ \$	
	Column Totals			
	Total Payments Listed (column totals added)		_	,375,000
Ar A		D FEDERAL SIGNATURE		
sig	e issuer has duly caused this notice to be signed by the nature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-acc	nish to the U.S. Securities and Exchange Commis	ssion, upon writte	
	uer (Print or Type)	Signature	Date	<u> </u>
Re:	source Real Estate Investors 7, L.P.	OVAL!	June	, 2008
	me of Signer (Print or Type)	Title of Signer (Print or Type)	_	
Da	rshan V. Patel	Chief Legal Officer & Secretary of Resource Cap	ital Partners, Inc., t	he General Partner

ATTENTION —

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)